



# LOUISVILLE & NASHVILLE RAILROAD COMPANY

908 W. BROADWAY • LOUISVILLE, KENTUCKY 40203 TELEPHONE (502) 587-5235

LAW DEPARTMENT

June 7, 1977

Mr. Robert L. Oswald, Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

8849 -C  
FILED & RECORDED

JUN 8 1977 - 10 15 AM

Dear Mr. Secretary:

INTERSTATE COMMERCE COMMISSION

There is transmitted to you herewith for filing and recordation, pursuant to Section 20c of the Interstate Commerce Act, duly executed counterpart of a letter Transfer Agreement dated as of March 1, 1977, addressed to and accepted by First Security Bank of Utah, National Association, as Agent, whose address is 79 South Main Street, Salt Lake City, Utah 84111, and from American Security Bank, N. A., as Trustee, whose address is 15th Street and Pennsylvania Avenue, N. W., Washington, D. C. 20013.

By this Transfer Agreement, the Trustee assigned and transferred to the Agent the security title to the equipment described in Annex I thereto, a copy of which is attached hereto and made a part hereof.

This letter of transmittal is signed by an officer of Louisville and Nashville Railroad Company who has knowledge of the matters set forth herein.

Attached hereto is a draft in the amount of \$50 payable to the Treasurer of the United States covering the recordation fee for said Transfer Agreement.

After recordation, please return the recorded counterparts of said Transfer Agreement to:

Mr. David M. Yearwood  
General Attorney  
Louisville and Nashville Railroad Company  
908 West Broadway  
Louisville, Kentucky 40203

7-159A037

Date JUN 8 1977

Fee \$ 50

CC Washington, D. C.

*Counterparts received  
David M. Yearwood*

RECEIVED  
JUN 8 1977  
FEE OPERATION B.R.  
DAVID M. YEARWOOD  
GENERAL ATTORNEY

Respectfully yours,

Louisville and Nashville Railroad Company

By David M. Yearwood  
David M. Yearwood  
General Attorney

Attachments

TRANSFER AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Numbers</u>
60	50-Ton Box Cars	MON 1487 1748 L&N 12121 12122 12165 12183 12352 12411 12501 12538 12700 46105 46106 46139 46152 46154 46163 46169 46180 46193 97180 97294 97317 97393 97410 97474 97537 97853 97883 97887 97930 98028 98229 98409 98411 98426 99762 99768 99797 106510

<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Numbers</u>
60	50-Ton Box Cars (cont'd)	106525 106530 106531 106535 106550 106555 106562 106563 106571 107180 108034 108430 108464 108481 108548 109214 109237 109301 109338 109386
21	70-Ton Box Cars	L&N 99661 100092 100110 100223 100334 100640 100729 101056 101085 101093 102023 102025 102031 102040 103116 103145 103166 103282 103551 103582 103591

<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Numbers</u>
8	100-Ton Box Cars	L&N 105002 105026 105028 105035 105037 105043 107516 107524

Has same in - D

849-0

## TRANSFER AGREEMENT

March 1, 1977

First Security Bank of Utah,  
National Association, not  
in its individual capacity  
but solely as Agent,  
79 South Main Street,  
Salt Lake City, Utah 84111.

Attention of Mr. Robert Clark.

The undersigned proposes to acquire the used railroad equipment described in Annex I hereto (hereinafter called the Hulks) from Louisville and Nashville Railroad Company (hereinafter called the Railroad) and desires to have such Hulks reconstructed. The undersigned hereby agrees with you as follows:

1. In order to cause the Hulks to be reconstructed and sold to us by you on conditional sale, the undersigned hereby assigns and transfers to you, without warranties as to title or workmanship, security title to the Hulks.

2. You will hold security title under and pursuant to the Reconstruction and Conditional Sale Agreement dated as of March 1, 1977 (hereinafter called the Agreement), among you, L & N Investment Corporation (hereinafter called the Builder) and us and you will request that the Hulks be reconstructed, pursuant thereto in accordance with the specifications referred to in Schedule A thereto. In accordance with the Agreement the undersigned will cause the Hulks to be delivered to the Builder on your behalf.

3. Upon completion of the reconstruction, the reconstructed Hulks will be delivered and conditionally sold by you to us in accordance with the Agreement.

4. If Hulks are excluded from the Agreement you shall reassign to us your interest in such Hulks, without warranty.

5. It is understood and agreed that this Agreement is being entered into solely to permit you to effectuate the foregoing and your interests in the Hulks, in pres-

ent form or as reconstructed, is a security interest and that we shall at all times be the beneficial owner of the same.


6. It is understood and agreed that this Agreement may be executed by you and us in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart; that it shall not be necessary that any counterpart be signed by both of us so long as each of us shall sign at least one counterpart; and that this Agreement shall be valid, binding and effective at such time as each of us shall have executed this Agreement and you shall have received (or as to which you shall have received attested telegraphic communication confirming execution of) a counterpart executed by the undersigned.

If the foregoing is in accordance with your understanding, please sign each of the enclosed counterparts of this letter in the space provided and return one counterpart to us.

Very truly yours,

AMERICAN SECURITY AND ~~TRUST COMPANY~~ BANK,  
N.A., as Trustee,

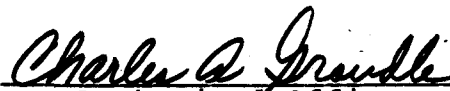
by

  
Vice President and  
Trust Officer

[CORPORATE SEAL]

Attest:

by

  
Authorized Officer  
Title: Assistant Secretary.

ACCEPTED:

FIRST SECURITY BANK OF UTAH,  
NATIONAL ASSOCIATION, not  
in its individual capacity  
but solely as Agent,

by

  
Authorized Officer

STATE OF UTAH                   , )  
  ) ss.:  
COUNTY OF SALT LAKE, )

On this *18th* day of *May* 1977, before me personally appeared *Robert S. Clark*, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of First Security Bank of Utah, National Association, that the seal affixed to the foregoing instrument is the corporate seal of said association and that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said association.

*Ronda J. Olsen*  
\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires *11/18/79*



# TRANSFER AGREEMENT

## ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Numbers</u>
60	50-Ton Box Cars	<div>MON 1487</div> <div>1748</div> <div>L&amp;N 12121</div> <div>12122</div> <div>12165</div> <div>12183</div> <div>12352</div> <div>12411</div> <div>12501</div> <div>12538</div> <div>12700</div> <div>46105</div> <div>46106</div> <div>46139</div> <div>46152</div> <div>46154</div> <div>46163</div> <div>46169</div> <div>46180</div> <div>46193</div> <div>97180</div> <div>97294</div> <div>97317</div> <div>97393</div> <div>97410</div> <div>97474</div> <div>97537</div> <div>97853</div> <div>97883</div> <div>97887</div> <div>97930</div> <div>98028</div> <div>98229</div> <div>98409</div> <div>98411</div> <div>98426</div> <div>99762</div> <div>99768</div> <div>99797</div> <div>106510</div>

<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Numbers</u>
60	50-Ton Box Cars (cont'd)	106525 106530 106531 106535 106550 106555 106562 106563 106571 <hr/> 107180 <hr/> 108034 108430 108464 108481 108548 <hr/> 109214 109237 109301 109338 109386 <hr/>
21	70-Ton Box Cars	L&N <del>99661</del> 100092 100110 100223 100334 100640 100729 <hr/> 101056 101085 101093 <hr/> 102023 102025 102031 102040 <hr/> 103116 103145 103166 103282 103551 103582 103591 <hr/>

<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Numbers</u>
8	100-Ton Box Cars	<div>L&amp;N</div> <div>105002</div> <div>105026</div> <div>105028</div> <div>105035</div> <div>105037</div> <div>105043</div> <div>107516</div> <div>107524</div>